FORM PTO-1594 RECOF 12-07	7-1998 ET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
OMB No. 0651-0011 (exp. 4/94)	
Tab settings □□□▼ ▼ 1000	46000
To the Honorable Commissioner of Patents	10290d original documents or copy thereof.
1. Name of conveying party(ies):  Best Foods Merger Co. with and into CPC International Inc.	2. Name and address of receiving party(ies)  Name: Bestfoods  Internal Address: 700 Sylvan Avenue Street Address: International Plaza  City: Englewood Cliffs State: NJ ZIP: 07632  Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State of Delaware Other  If assignee is not domiciled in the United States, a domestic representative designation is attached: Vee No  (Designations must be a separate document from assignment)
Execution Date: November 24, 1997	Additional name(s) & address(es) attached? □ Yes □ No
A. Trademark Application No.(s)  SEE ATTACHED  Additional numbers at	B. Trademark Registration No.(s)
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: - Mitchell A. Frank, Esq.  Internal Address: Trademark Counsel	7. Total fee (37 CFR 3.41)\$\$215.00
Street Address: 700 Sylvan Avenue	8. Deposit account number:  03-275  (Attach duplicate copy of this page if paying by deposit account)
DO NOT USE THIS SPACE	
9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true and coged and any attached copy is a true copy of the original document.  Marjory A. Appel  Name of Person Signing Assistant Secretary  Total number of pages including cover sheet, attachments, and bournent:  Melicocumentable pages including cover sheet, attachments, and bournent:	

## CONTINUATION OF RECORDATION FORM

## 4(B) Application Numbers

TRADEMARK	APPLICATION NUMBER
BEST FOODS DIJONNAISE	75/262564
BRING OUT THE BEST FOODS AND BRING OUT THE B	BEST 75/309153
HELLMANN'S DIJONNAISE	75/262565
IN TWO MINUTES YOU'VE GOT IT MADE	75/354745
IRON DESIGN	75/355515
NIAGARA EASY IRON AND DESIGN	75/376084
PRO CHEF	75/402040
PROFESSIONAL CHEF	75/401042

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TRADEMARK REEL: 1823 FRAME: 0291

# Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT

COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BESTFOODS MERGER CO.", A DELAWARE CORPORATION,

WITH AND INTO "CPC INTERNATIONAL INC." UNDER THE NAME OF "BESTFOODS", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF JANUARY, A.D. 1998.



Edward J. Freel, Secretary of State

**AUTHENTICATION:** 

9385335

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DATE:

11-03-98 TRADEMARK REEL: 1823 FRAME: 0292

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11-25-97

## CERTIFICATE OF OWNERSHIP AND MERGER

#### **MERGING**

#### BESTFOODS MERGER CO.

#### INTO

#### CPC INTERNATIONAL INC.

(Pursuant to Section 253 of the

General Corporation Law of Delaware)

CFC International Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the corporation owns all of the outstanding shares of each class of stock of Bestfoods Merger Co., a Delaware corporation incorporated on the 27th day of August, 1997, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on September 16, 1997, determined to and effective January 2, 1998 will merge into itself said Bestfoods Merger Co., by the adoption thereof:

RESOLVED, that the Corporation merge and effective January 2, 1998 (the "Effective Date") it will merge into itself Bestfoods Merger Co. and assume on such Effective Date all of its obligations.

RESOLVED, that said merger shall become effective after the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and on the Effective Date.

RESOLVED, that upon merger, the name of the Corporation shall be changed to Bestfoods and Article FIRST of the Restated Certificate of Incorporation of the Corporation, as heretofore amended, shall be amended to read as follows:

"FIRST: The name of the corporation is Bestfoods."

TRADEMARK REEL: 1823 FRAME: 0293

### CERTIFICATE OF ASSETS

OF

#### CPC INTERNATION AT THE

CPC INTERNATIONAL INC., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

The total assets of the Corporation as reported to the United States on U.S. Form 1120 Schedule L are not less than 10 million dollars.

In witness whereof, the Corporation has caused this certificate to be signed by its duly authorized officer this <u>2A+5</u> day of November, 1997.

CPC INTERNATIONALINC.

Name Hanes A. Heller

Title: Vice President and

General Counsel

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**RECORDED: 11/25/1998** 

TRADEMARK REEL: 1823 FRAME: 0294